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LAW OFFICES OF  
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LOU\_GITOMER@VERIZON.NET

## SURFACE TRANSPORTATION BOARD

THE ADAMS BUILDING, SUITE 301  
600 BALTIMORE AVENUE  
TOWSON, MARYLAND 21204-4022  
(202) 466-6532  
FAX (410) 332-0885

June 9, 2009

Honorable Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Acting Secretary Quinlan:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment, a secondary document, dated as of June 9, 2009. The primary document to which this is connected is recorded under a new Recordation No. We request that this document be recorded under the "A" suffix for the new Recordation No.

The names and addresses of the parties to the Memorandum of Assignment are:

## Assignor

Banc of America Leasing & Capital, LLC  
2059 Northlake Parkway, 4 South  
Tucker, GA 30084

## Assignee:

Midwest Railcar Corporation  
4949 Autumn Oaks Drive, Suite B  
Maryville, IL 62062

A description of the equipment covered by the Memorandum of Assignment consists of 100 Trinity Cement Twin Covered Hopper Cars numbered SDWX 10234-10333, inclusive.

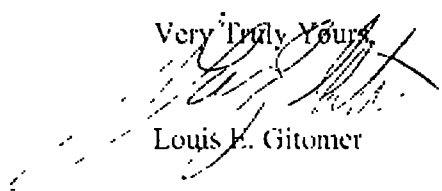
Honorable Anne K. Quinlan  
June 9, 2009  
Page 2

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Memorandum of Assignment between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4<sup>th</sup> Floor, Tucker, GA 30084-4431, and Midwest Railcar Corporation, 4949 Autumn Oaks Drive, Suite B, Maryville, IL 62062, covering 100 Trinity Cement Twin Covered Hopper Cars numbered S1WX 10234-10333, inclusive.

Very Truly Yours,

  
Louis E. Gitomer

Enclosure

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MEMORANDUM OF ASSIGNMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT, dated as of the 9<sup>th</sup> day of June 2009 is made by Banc of America Leasing & Capital, LLC, a Delaware limited liability company with an address of 2059 Northlake Parkway, 4<sup>th</sup> Floor, Atlanta, GA 30084 ("Assignor") and Midwest Railcar Corporation, an Illinois corporation with an address of 4949 Autumn Oaks Drive, Suite B, Maryville, IL 62062 ("Assignee").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Assignor and Assignee entered into that certain Assignment and Specification of Assigned Schedule dated as of the date hereof to that certain Master Assignment Agreement dated as of February 27, 2009 (the "Assignment");

WHEREAS, under the Assignment, Assignor assigned and Assignee assumed all of Assignor's present and future rights, obligations, and interest in, to and under that certain Schedule No. 004 dated as of June 2, 2009, between Assignor, as lessor, and Cemex, Inc., as Lessee (the "Schedule"), entered into pursuant to that certain Rail Equipment Net Leasing Agreement dated as of December 9, 2008 by and between Assignor and Cemex Inc., Cemex Construction Materials Atlantic, LLC, Cemex Construction Materials Florida, LLC, Cemex Construction Materials Pacific, LLC, Cemex Construction Materials South, LLC, Cemex Cement, Inc., Cemex Cement of Texas, L.P., Cemex Pacific Coast Cement Corporation, Cemex California Cement LLC, and RMC Pacific Materials, Inc., as co-lessees (the "Lease") relating to 100 Trinity Cement Twin Covered Hopper Railcars built in 1998 (the "Equipment") as more completely described on Schedule A attached hereto and made a part hereof, as described in a Memorandum of Lease Agreement, dated as of \_\_\_\_\_, filed with the Surface Transportation Board on \_\_\_\_\_ and assigned Recordation No. \_\_\_\_\_;

WHEREAS, Assignor and Assignee desire to show for the public record the existence of the aforesaid Assignment, and their respective interests therein and accordingly, Assignor and Assignee here caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby confirm and agree that Assignor has assigned to Assignee all right, title and interest of Assignor in, to and under the Schedule (and the Lease but only as incorporated by reference in the Schedule) and the Equipment subject thereto, as described on Schedule A hereto, and Assignee has accepted such assignment and has assumed the obligations thereunder as provided in the Assignment.

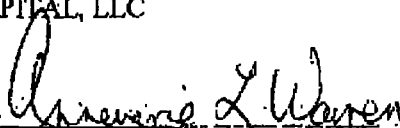
The terms and provisions of the Assignment and the Schedule are more particularly set forth in the Assignment and Schedule referenced above.

This Memorandum of Assignment may be executed in any number of counterparts, each executed counterpart constituting as an original but altogether only one Memorandum of Assignment.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment to be executed as of the day and year first above written.

Assignor:  
BANC OF AMERICA LEASING &  
CAPITAL, LLC

By:   
Name: Annemarie L. Warner  
Title: Vice President

Assignee:  
MIDWEST RAILCAR CORPORATION

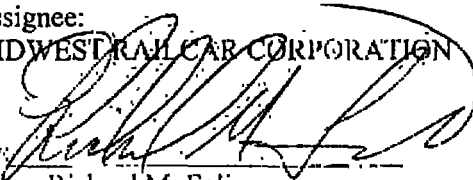
By: \_\_\_\_\_  
Name: Richard M. Folio  
Title: Executive Vice President

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment to be executed as of the day and year first above written.

Assignor:  
BANC OF AMERICA LEASING &  
CAPITAL, LLC

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Assignee:  
MIDWEST RAIL CAR CORPORATION

By:   
Name: Richard M. Folio  
Title: Executive Vice President

STATE OF MASSACHUSETTS )  
 ) ss.  
COUNTY OF SUFFOLK )

On this \_\_\_\_ day of June, 2009 before me appeared Anne Marie L. Warren the person who signed this instrument, who acknowledged that (s)he is the Vice President of BANC OF AMERICA LEASING AND CAPITAL, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

  
Notary Public

My Commission expires:

April 18, 2014

STATE OF \_\_\_\_\_ )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of \_\_\_\_\_, 2009, before me, the undersigned notary public, personally appeared Richard M. Folio, the person who signed this instrument, who acknowledged that he is the Executive Vice President of Midwest Railcar Corporation, an Illinois corporation to be the person whose name is signed on the preceding document, and acknowledged to me that he signed it voluntarily for its stated purpose.

\_\_\_\_\_  
(official signature and seal of notary)

STATE OF MASSACHUSETTS )  
 ) ss.  
COUNTY OF SUFFOLK )

On this \_\_\_\_ day of March, 2009 before me appeared \_\_\_\_\_, the person who signed this instrument, who acknowledged that (s)he is the \_\_\_\_\_ of BANC OF AMERICA LEASING AND CAPITAL, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

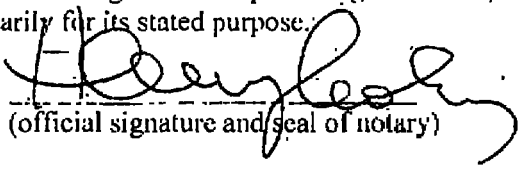
\_\_\_\_\_  
Notary Public

My Commission expires:  
\_\_\_\_\_

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF BALTIMORE )

On this 3<sup>rd</sup> day of JUNE, 2009, before me, the undersigned notary public, personally appeared Richard M. Folio, the person who signed this instrument, who acknowledged that he is the Executive Vice President of Midwest Railcar Corporation, an Illinois corporation to be the person whose name is signed on the preceding document, and acknowledged to me that he signed it voluntarily for its stated purpose.

HENRYKA W. GRYC CRAIG  
NOTARY PUBLIC STATE OF MARYLAND  
County of Baltimore  
My Commission Expires September 29, 2011

  
(official signature and seal of notary)



SCHEDULE A  
EQUIPMENT DESCRIPTION

QUANTITY

100	<i>Trinity Cement Twin Covered Hopper Cars built in 1998</i>			
	SDWX 10253	SDWX 10287	SDWX 10298	SDWX 10330
	SDWX 10254	SDWX 10288	SDWX 10299	SDWX 10331
	SDWX 10255	SDWX 10289	SDWX 10300	SDWX 10332
	SDWX 10256	SDWX 10234	SDWX 10301	SDWX 10333
	SDWX 10257	SDWX 10235	SDWX 10302	
	SDWX 10258	SDWX 10236	SDWX 10303	
	SDWX 10259	SDWX 10237	SDWX 10304	
	SDWX 10260	SDWX 10238	SDWX 10305	
	SDWX 10261	SDWX 10239	SDWX 10306	
	SDWX 10262	SDWX 10240	SDWX 10307	
	SDWX 10263	SDWX 10241	SDWX 10308	
	SDWX 10264	SDWX 10242	SDWX 10309	
	SDWX 10265	SDWX 10243	SDWX 10310	
	SDWX 10266	SDWX 10244	SDWX 10311	
	SDWX 10267	SDWX 10245	SDWX 10312	
	SDWX 10268	SDWX 10246	SDWX 10313	
	SDWX 10269	SDWX 10247	SDWX 10314	
	SDWX 10270	SDWX 10248	SDWX 10315	
	SDWX 10271	SDWX 10278	SDWX 10316	
	SDWX 10272	SDWX 10279	SDWX 10317	
	SDWX 10249	SDWX 10280	SDWX 10318	
	SDWX 10250	SDWX 10281	SDWX 10319	
	SDWX 10251	SDWX 10282	SDWX 10320	
	SDWX 10252	SDWX 10283	SDWX 10321	
	SDWX 10273	SDWX 10290	SDWX 10322	
	SDWX 10274	SDWX 10291	SDWX 10323	
	SDWX 10275	SDWX 10292	SDWX 10324	
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	SDWX 10284	SDWX 10295	SDWX 10327	
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	SDWX 10286	SDWX 10297	SDWX 10329	